



RECORDATION NO. 10210-B
FILED 10210-B
JUN 27 1995 10 22 AM
F
RECEIVED
OFFICE OF THE
SECRETARY
LICENSING BRANCH

June 22, 1995

Interstate Commerce Commission
Room 2311
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Filing of an Instrument of Lien Release and Bill of Sale

To Whom It May Concern:

Enclosed please find three (3) copies of an Instrument of Lien Release and Bill of Sale, dated as of June 15, 1995, regarding a lease to Conrail (lessee), as filed with the ICC under recordation number 10210-B on March 10, 1979.

Our check #1204, dated June 22, 1995, for the \$21.00 fee is enclosed.

Please file the subject document, and return two recorded versions to me.

Should you have any questions, please call me at (415)955-3373.

Very truly yours,

GATX CAPITAL CORPORATION

Sheila A. Stetson
Contract Administrator

cc: Conrail, corresp., #1839

RECORDATION NO. 10210-F FILED 1995

INSTRUMENT OF LIEN RELEASE
AND BILL OF SALE

JUN 21 1995 - 10 20 AM
INTERSTATE COMMERCE COMMISSION

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of June 15, 1995, from The Bank of New York, ~~██████████~~ (successor in interest to Mercantile Safe Deposit & Trust Co.), not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

State Street Bank and Trust Company of Connecticut, National Association (successor to The Connecticut Bank and Trust Company) ("Owner Trustee") entered into a Conditional Sale Agreement, dated as of February 1, 1979 ("the CSA"), with General Motors Corporation (Electro-Motive Division) ("GM") and General Electric Company ("GE"), which was recorded with the Interstate Commerce Commission ("ICC") on March 10, 1979 and assigned ICC recordation number 10210. GM and GE subsequently assigned all of their rights under the CSA to Indenture Trustee pursuant to an Agreement and Assignment, dated as of February 1, 1979 ("A&A"), which was recorded with the ICC on March 10, 1979, and assigned ICC recordation number 10210-A. Owner Trustee entered into a Lease of Railroad Equipment (the "Lease"), dated as of February 1, 1979, with Consolidated Rail Corporation ("Conrail"), as lessee, which was recorded with the ICC on March 10, 1979, and assigned ICC recordation number 10210-B. Owner Trustee subsequently assigned its rights under the Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement, dated as of February 1, 1979 (the "Lease Assignment"), which was recorded with the ICC on March 10, 1979, and assigned ICC recordation number 10210-C. The obligations under the CSA were satisfied in full on January 1, 1995. The rail equipment subject to the CSA and the Lease is described below:

- 40 model GP40-2 diesel electric locomotives, 3,000 hp, road numbers CR3346-3385, inclusive.
- 24 model GP38-2 diesel electric locomotives, 2,000 hp, road numbers CR8256-8263, CR8265-8271, & CR8273-8281, inclusive.
- 25 model B23-7 diesel electric locomotives, 2,250 hp, road numbers CR1967-1991, inclusive.

Indenture Trustee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the rail equipment subject thereto to Owner Trustee in accordance with the terms and conditions of the CSA.

NOW, THEREFORE, in consideration of the premises Indenture Trustee agrees as follows:


1. Release of Lien. Indenture Trustee does hereby acknowledge and confirm for the public record the satisfaction and release of (i) all of its security interest in and to the Lease ,and (ii) all other rights of Indenture Trustee, together with the obligations of Owner Trustee, arising under the Lease Assignment.

2. Transfer of Title. In accordance with the provisions of the CSA, Indenture Trustee does hereby transfer to Owner Trustee, not individually, but solely as Owner Trustee under that certain Trust Agreement, dated as of February 1, 1979 and to Owner Trustee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Indenture Trustee represents and warrants to Owner Trustee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Indenture Trustee.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND INDENTURE TRUSTEE MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

3. Miscellaneous. This Instrument will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303. This Instrument shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Indenture Trustee has executed this Instrument as of the date first above written.

THE BANK OF NEW YORK,


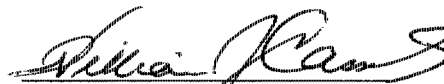
By:  _____

Its: ASSISTANT TREASURER _____

STATE OF New York)
COUNTY OF The Bronx) ss.)

On June 15, 1995, before me William J. Casels, the undersigned Notary Public, personally appeared Paul Schmalzel, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Assistant Treasurer of The Bank of New York and acknowledged that he executed it.

Witness my hand and official seal.



Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1996



Interstate Commerce Commission
Washington, D.C. 20423-0001

6/27/95

Office Of The Secretary

Sheila A. Stetson
Contract Administrator
GATX Capital Corporation
Four Embarcadero Center, Ste. 2200
San Francisco, CA. 94111

Dear Madam:
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/27/95 at 10:20AM, and assigned recordation number(s). 10210-F.

Sincerely yours,

Vernon A. Williams
Vernon A. Williams
Secretary

Enclosure(s)

(0100669024)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Janice M. Forti